

RECORDATION NO. 12701-A FILED

NOV 16 '00 3-16 PM

TS
SURFACE TRANSPORTATION BOARD

FAX
312-750-8600

LAW OFFICES
ROSS & HARDIES
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS
150 NORTH MICHIGAN AVENUE
CHICAGO, ILLINOIS 60601-7567
312-558-1000

WRITER'S DIRECT LINE: (312) 750-8655
WRITER'S DIRECT FAX: (312) 920-6161
WRITER'S EMAIL: susan.lichtenfeld@rosshardies.com

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NEW YORK, NEW YORK 10022-3219
212-421-5555

888 SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-4103
202-296-8600

SUSAN G. LICHTENFELD

November 15, 2000

VIA PERSONAL DELIVERY

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 48 U.S.C. Section 11301(a) are three original executed copies and four photostatic copies of the Release of Security Interest (the "Release"), dated as of September 28, 2000, between Bank of America, N.A. ("Assignee", as successor in interest to Continental Illinois National Bank and Trust Company of Chicago), MidAmerican Rail, Inc. ("Lessor/Assignor", as successor in interest to Unitrain, Inc.) and MidAmerican Energy Company ("Lessee", as successor in interest to Iowa Power and Light Company), a secondary document as defined in the Commissioner's Rules for the Recordation of Documents. The Release relates to two primary documents -- the Coal Car Lease Agreement dated April 15, 1980 between Unitrain, Inc., as lessor, and Iowa Power and Light Company, as lessee, which document was recorded with the Interstate Commerce Commission on December 31 and assigned recordation number 12699 **and** the Collateral Assignment dated as of December 31, 1980 between Unitrain, Inc., as assignor, and Continental Illinois National Bank and Trust Company of Chicago, as assignee, which document was recorded with the Interstate Commerce Commission on December 31, 1980 and assigned recordation number 12701.

The names and addresses of the parties to the enclosed Release of Security Interest are:

Assignee:	Bank of America, N.A. 231 South LaSalle Street Chicago, Illinois 60697
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Lessor/Assignor: MidAmerican Rail, Inc.
370 West Anchor Drive
Dakota Dunes, South Dakota 57049

Lessee: MidAmerican Energy Company
106 East 2nd Street
Davenport, Iowa 52801

The railroad equipment covered by the enclosed Release is comprised of 367 unit train coal cars marked OGSX 1 through OGSX 367 (both inclusive). Such description is contained on Exhibit A to the Release.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly file the enclosed Release in **both** STB files 12699 **and** 12701. Three original executed copies of the Release are enclosed so that you can file an original executed copy in each of these files and return to me the third original executed copy stamped by the STB. Please also return to me all three photostatic copies stamped by the STB to reflect that the Release was filed in **both** above mentioned recordation files. Please return the file stamped original and photostatic copies of the Release and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Release of Security Interest, dated as of September 28, 2000, between Bank of America, N.A., MidAmerican Rail, Inc. and MidAmerican Energy Company, relating to 367 unit train coal cars marked OGSX 1 through OGSX 376 (both inclusive).

Primary Documents to which the Secondary Document Relates

- Coal Car Lease Agreement dated April 15, 1980 between Unitrain, Inc., as lessor, and Iowa Power and Light Company, as lessee, which was recorded with the Interstate Commerce Commission on December 31, 1980 and assigned recordation number 12699.

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- Collateral Assignment dated as of December 31, 1980 between Unitrain, Inc., as assignor, and Continental Illinois National Bank and Trust Company of Chicago, as assignee, which was recorded with the Interstate Commerce Commission on December 31, 1980 and assigned recordation number 12701.

Thank you in advance for your attention to this matter. If you have any questions or need any additional information, please call me at 312/750-8655.

Very truly yours,

A handwritten signature in cursive script, reading "Susan Lichtenfeld", with a small flourish at the end.

Susan G. Lichtenfeld

SGL/vgc
Enclosures

cc: Robert W. Kleinman
Neil A. Kraetsch

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Release of Security Interest

SURFACE TRANSPORTATION BOARD

Bank of America, N.A., as successor in interest to Continental Illinois National Bank and Trust Company of Chicago, MidAmerican Rail, Inc., as successor in interest to Unitrain, Inc., and MidAmerican Energy Company, as successor in interest to Iowa Power and Light Company, for good and valuable consideration (the receipt and sufficiency of which are hereby acknowledged), hereby terminate, release, and discharge their respective security interests in and to the three hundred sixty seven (367) used coal cars described on Exhibit A attached hereto (the "Equipment").

Such security interests were granted pursuant to the Coal Car Lease Agreement dated April 15, 1980 (the "Lease") between Unitrain, Inc., as Lessor, and Iowa Power and Light Company, as Lessee (recorded by the Interstate Commerce Commission on December 31, 1980, recordation number 12699), as amended by Amendment #1 thereto dated June 9, 1981 (recorded by the Interstate Commerce Commission on April 12, 1981, recordation number 12699-A), and a Collateral Assignment dated December 31, 1980 between Unitrain, Inc., as Assignor, and Continental Illinois National Bank and Trust Company of Chicago, as Assignee (recorded by the Interstate Commerce Commission on December 31, 1980, recordation number 12701). MidAmerican Rail, Inc. further confirms that the above described Lease was previously terminated and that the Lessee thereunder has no remaining rights in or to the Equipment under the Lease.

[Remainder of this page left intentionally blank]

This Release of Security Interest may be executed in multiple counterpart copies, all of which taken together shall be deemed one original for all purposes.

Dated as of September 28, 2000

BANK OF AMERICA, N.A.

By: Mary Kell Rose
Title: Assistant General Counsel

MIDAMERICAN RAIL, INC.

By: _____
Title: _____

MIDAMERICAN ENERGY COMPANY

By: _____
Title: _____

This Release of Security Interest may be executed in multiple counterpart copies, all of which taken together shall be deemed one original for all purposes.

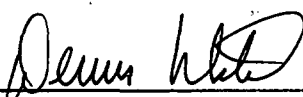
Dated as of September 28, 2000

BANK OF AMERICA ~~LEASING &~~, N.A.
~~CAPITAL CORP.~~

By: _____

Title: _____

MIDAMERICAN RAIL, INC.

By: 

Title: President

MIDAMERICAN ENERGY COMPANY

By: _____

Title: _____

This Release of Security Interest may be executed in multiple counterpart copies,
all of which taken together shall be deemed one original for all purposes.

Dated as of September 28, 2000

BANK OF AMERICA LEASING & N. A.
~~CAPITAL CORP.~~

By: _____

Title: _____

MIDAMERICAN RAIL, INC.

By: _____

Title: _____

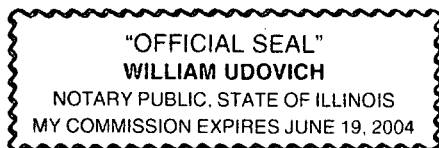
MIDAMERICAN ENERGY COMPANY

By: Paul E. Freund
Vice President

Title: Fuel Trading and Transportation

State of Illinois)
) SS
County of Cook)

On the 14th day of November, 2000, before me personally came
Mary Rose Gage, known to me, who, being by me duly sworn, says that (s)he is
a(n) Assistant General Counsel of BANK OF AMERICA, N.A., and that the foregoing Instrument
was signed on behalf of BANK OF AMERICA, N.A. with full corporate authority.



William Udovich
Notary Public
My commission expires: 6/19/2004 (Seal).
Residing in: Cook County

State of _____)
) SS
County of _____)

On the ____ day of _____, 2000, before me personally came
_____, known to me, who, being by me duly sworn, says that (s)he is
a(n) _____ of MIDAMERICAN RAIL, INC. and that the foregoing
Instrument was signed on behalf of MIDAMERICAN RAIL, INC. with full corporate
authority.

Notary Public
My commission expires: _____ (Seal).
Residing in: _____

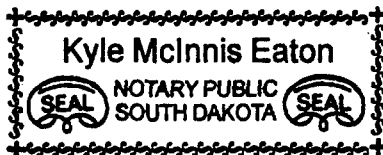
State of _____)
) SS
County of _____)

On the ____ day of _____, 2000, before me personally came _____, known to me, who, being by me duly sworn, says that (s)he is a(n) _____ of BANK OF AMERICA LEASING & CAPITAL CORP., and that the foregoing Instrument was signed on behalf of BANK OF AMERICA LEASING & CAPITAL CORP. with full corporate authority.

Notary Public
My commission expires: _____ (Seal).
Residing in: _____

State of South Dakota)
) SS
County of Union)

On the 31st day of October, 2000, before me personally came Dennis Melstad, known to me, who, being by me duly sworn, says that (s)he is a(n) President of MIDAMERICAN RAIL, INC. and that the foregoing Instrument was signed on behalf of MIDAMERICAN RAIL, INC. with full corporate authority.



Kyle McInnis Eaton
Notary Public
My commission expires: August 28, 2000 (Seal).
Residing in: South Dakota

State of Iowa)
) SS
County of Scott)

On the 30th day of October, 2000, before me personally came
Paul E. Freund, known to me, who, being by me duly sworn, says that (s)he is
a(n) Vice President of MIDAMERICAN ENERGY COMPANY and that the
foregoing Instrument was signed on behalf of MIDAMERICAN ENERGY COMPANY
with full corporate authority.



Carolyn K. Tubbs

Notary Public

My commission expires: 12/12/01 (Seal).

Residing in: Scott County, Iowa

Exhibit A to Release of Security Interest

DESCRIPTION OF EQUIPMENT

<u>Type of Equipment</u>	<u>Quantity</u>	<u>Identification Numbers</u>
unit train coal cars AAR Mechanical Designation: G292	367	OGSX 1 - OGSX 367 (both inclusive)